

DIRECTORS' FIT AND PROPER POLICY

TOMEI CONSOLIDATED BERHAD

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1. PURPOSE

- 1.1 This Policy set out the fit and proper criteria for the appointment and re-election of Directors on the Boards of TOMEI CONSOLIDATED BERHAD (“TOMEI” or “the Company”) and its subsidiaries.
- 1.2 To ensure that each of the Directors possess the character, experience, integrity, relevant range of skills, knowledge, competence and time commitment to effectively discharge his/her roles and responsibilities in the best interest of the Company and/or its subsidiaries.
- 1.3 Serve as a guide to the Nomination Committee (“NC”) and the Board in their review and assessment of potential candidates that are to be appointed onto the Board as well as Directors who are seeking for election or re-election in the Company and/or its subsidiaries.

2. FIT AND PROPER CRITERIA

The assessment on the fitness and propriety of the potential candidates that are to be appointed onto the Board as well as Directors who are seeking for election or re-election in the Company and/or its subsidiaries shall be benchmarked against the fit and proper criteria based on, as a minimum, the factors set out below.

- 2.1 The considerations underpinning the “fit and proper” criteria of a Director include but not limited to the following:

2.1.1 Character and Integrity

- (i) Probity
 - is compliant with legal obligations, regulatory requirements and professional standards;
 - has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court; and
 - has not been reprimanded or disqualified or removed by a professional or regulatory body in relation to matters in respect to the person’s honesty, integrity or business conduct.

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- (ii) Personal integrity
- has not perpetrated or participated in any business practices which are deceitful, oppressive, improper (whether unlawful or not), or which otherwise reflect discredit on his professional conduct;
 - service contract (i.e. in the capacity of management or Director) had not been terminated in the past due to concerns on personal integrity;
 - has no concurrent responsibilities or interest which would contribute to a conflict of interest situation or otherwise impair the ability to discharge duties and responsibilities as Director of the Company and/or its subsidiaries; and
 - has not abused other positions (i.e. political appointment) to facilitate government relations for the company in a manner that contravenes the principles of good governance and professional ethics.
- (iii) Financial integrity
- manages personal debts or financial affairs satisfactorily;
 - demonstrates ability to fulfil personal financial obligations as and when they fall due; and
 - has not been subject to a judgement debt which is unsatisfied, either in whole or in part whether in Malaysia or elsewhere.
- (iv) Reputation
- is of good repute in the financial and business community;
 - has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years;
 - has not been reprimanded by the Securities Commission Malaysia, Bursa Malaysia Securities Berhad, Suruhanjaya Syarikat Malaysia, Bank Negara Malaysia or any other regulatory authorities both local or abroad; and
 - has not been substantially involved in the management of a business or company which has failed, where that failure has been occasioned in part by deficiencies in that management.

2.1.2 Experience and competence

- (i) Qualifications, training and skills
 - possesses education qualification that is relevant to the skill set that the Director is earmarked to bring to bear onto the boardroom (i.e. a match to the board skill set matrix);
 - has a considerable understanding on the business and workings of a corporation;
 - possesses general management skills as well as understanding of corporate governance and sustainability issues;
 - financial literacy especially able to read and understand financial statements;
 - keeps knowledge current based on continuous professional development; and
 - possesses leadership capabilities and a high level of emotional intelligence.

- (ii) Relevant experience and expertise
 - possesses relevant experience and expertise with due consideration given to past length of service, nature and size of business, responsibilities held, number of subordinates as well as reporting lines and delegated authorities.

- (iii) Relevant past performance or track record
 - had a career of occupying a high-level position in a comparable organisation, and was accountable for driving or leading the organisation's governance, business performance or operations; and
 - possessed commendable past performance record as gathered from the results of the board effectiveness evaluation.

2.1.3 Time and commitment

- (i) Ability to discharge role having regard to other commitments
 - able to devote time as a board member, having factored other outside obligations including concurrent board positions held by the Director across listed issuers and non-listed entities (including not-for-profit organisations).

- (i) Participation and contribution in the board or track record
 - demonstrates willingness to participate actively in board activities;
 - demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom;
 - manifests passion in the vocation of a Director;
 - exhibits ability to articulate views independently, objectively and constructively; and
 - exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

3. THE ASSESSMENT

- 3.1 The fit and proper assessments on each director within the scope of this Policy shall be conducted by the Company both prior to initial appointments and at regular intervals of at least annually or whenever the Company becomes aware of information that may materially compromise a director's fitness and propriety.
- 3.2 The Company will consider the factors set out in Clause 2 above in assessing a director's fitness and propriety. The factors shall be assessed individually, as well as collectively, taking into account their relative importance. Failure to meet one factor on its own does not necessarily mean failure to meet the fit and proper criteria. The Company will consider the specific circumstances surrounding a director's failure to meet specific factors, such as the lapse of time since the occurrence of events, other contributing factors and the significance of the event from the perspective of potential risks posed to the Company.
- 3.3 The Company should exercise the assessment objectively in the best interests of the Company and the sound conduct of the Company's business. In conducting the assessment, the Company should consider whether there have been material changes in the nature or scope of the responsibilities assumed by a director in which higher standards of competence or judgement are required in order to properly perform the duties associated with the said position.

4. REVIEW OF THE POLICY

- 4.1 The terms of the Policy shall be assessed, reviewed and updated where necessary i.e. when there are changes to the Malaysian Code on Corporate Governance, Listing Requirements of Bursa Malaysia Securities Berhad or any other regulatory requirements.
- 4.2 The NC shall recommend any change to the Policy as the NC deems appropriate to the Board for approval.
- 4.3 The Board will review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Board will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.